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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

THE UNITED STATES OF AMERICA Plaintiff, v. CORNELL-DUBILIER ELECTRONICS, INC., Defendant.	DOCUMENT ELECTRONICALLY FILED **Return Date: June 16, 2014** Civil Action No. 2:12-cv-05407-JLL-MAH

CERTIFICATION OF ROBERT S. SANOFF IN SUPPORT OF THE REPLY MEMORANDUM OF CORNELL-DUBILIER ELECTRONICS, INC. IN SUPPORT OF THE MOTION TO ENTER CONSENT DECREE

I, ROBERT S. SANOFF, of full age, do hereby certify as follows:

1. I am a partner at the law firm Foley Hoag LLP, 155 Seaport Boulevard, Boston, MA 02210. I am one of the attorneys representing the Defendant Cornell-Dubilier Electronics, Inc. ("CDE") in the above-captioned

matter. I make this Certification on the basis of personal knowledge unless otherwise indicated. I submit this Certification in support of CDE's Reply Memorandum in Support of the Motion to Enter Consent Decree.

2. Attached hereto as **Exhibit 1** are true and accurate copies of three letters sent on behalf of CDE, one to each of Lloyds of London ("Lloyds), CNA Insurance Company ("CNA"), and Northbrook Insurance Company ("Allstate") (these three insurers are collectively referred to herein as the "Insurers"), each dated in March of 1992.

3. Attached hereto as **Exhibit 2** are true and accurate copies of letters sent to CDE by or on behalf of Lloyds and Allstate, dated in 1992 and 1993 with respect to the March 1992 notice letters sent by CDE.

4. Attached hereto as **Exhibit 3** are true and accurate copies of letters sent on behalf of CDE to the Insurers in 1996 and 1997.

5. Attached hereto as **Exhibit 4** are true and accurate copies of letters from the Insurers to counsel for CDE, dated in 1996 and 1997.

6. Attached hereto as **Exhibit 5** is a true and accurate copy of a June 26, 2009 Order and Opinion issued in *Home Insurance Company v. Cornell-Dubilier Electronics, Inc.*, C.A. No. MER-L-463-05 (Superior Court of New Jersey, Law Division, Mercer County) (the "Coverage Litigation").

7. Attached hereto as **Exhibit 6** is a true and accurate copy of a March 4, 2004 Order from the Coverage Litigation after a trial with respect to the South Plainfield Site.

8. Attached hereto as **Exhibit 7** is a true and accurate copy of a 2006 stipulation by CNA with respect to the South Plainfield Site (as well as other sites).

9. Attached hereto as **Exhibit 8** is a true and accurate copy of the text of an August 16, 2012 Certification of Robert S. Sanoff submitted in the Coverage Litigation.

10. Attached hereto as **Exhibit 9** is a true and accurate copy of a September 25, 2007 Updated Proof of Claim filed by the United States in *In re Dana Corporation*, 07 CIV 8160 (SAS) and 06-10354 (BRL).

11. Attached hereto as **Exhibit 10** is a true and accurate copy of a newspaper article published in the Star-Ledger on June 22, 2003, as retrieved from the Star-Ledger's online archives on June 3, 2014.

12. On April 27, 2012, several months before the form of the Consent Decree was agreed upon by the parties, CDE received from the United States Department of Justice, by email, a detailed spreadsheet of projected future cleanup costs at the Site and over one hundred pages of reports relating to Natural Resource Damages. These reports contained the core information presented in the

final Natural Resource Damages reports that were filed with this Court. Over a year ago in the Coverage Litigation, CDE produced those documents to Exxon, CNA, and Lloyds pursuant to a protective order bates stamped BOS-00246190-BOS-00246304.

13. Attached hereto as **Exhibit 11** is a true and accurate copy of a letter dated July 19, 2011, sent on behalf of CDE to counsel for Lloyds, which was erroneously dated and was actually sent on July 19, 2012. A letter with the same content was sent to the other Insurers on the same date.

14. Attached hereto as **Exhibit 12** is a true and accurate copy of a July 27, 2012 letter from counsel for Lloyds to counsel for CDE.

15. Attached hereto as **Exhibit 13** is a true and accurate copy of a June 17, 2003 letter from counsel for CDE to counsel for Lloyds. A letter with the same content was sent to other insurers, including Allstate.

16. Attached hereto as **Exhibit 14** is a true and accurate copy of a June 20, 2003 letter from counsel to Lloyds to counsel for CDE.

17. Attached hereto as **Exhibit 15** is a true and accurate copy of a July 30, 2012 letter from counsel for CDE to counsel for Lloyds.

18. Lloyds never responded to CDE's July 30, 2012 letter.

19. Attached hereto as **Exhibit 16** is a true and accurate copy of a September 3, 2004 letter and comments submitted by Batelle to the U.S. EPA on behalf of CDE.

20. In the 1990s, CDE retained a national environmental consulting firm, Environ, to advise it on environmental conditions at the Site. Environ continued to advise CDE about environmental conditions at the Site as the cost estimates escalated to over $300 million in 2007.

21. Attached hereto as **Exhibit 17** is a true and accurate copy of the March 2011 "Fourth Explanation of Significant Differences" relating to Operable Unit 1 of the New Bedford Harbor Superfund Site, as accessed from the U.S. EPA's website (at http://www.epa.gov/region1/superfund/sites/newbedford/479471.pdf) on June 4, 2014, excluding figures, tables, and other attachments.

22. Attached hereto as **Exhibit 18** is a true and accurate copy of a document prepared by U.S. EPA, dated October 25, 2012, and titled "New Bedford Harbor Superfund Site Supplemental Consent Decree with Defendant AVX Corporation Additional Frequently Asked Questions", as accessed from the U.S. EPA's website (at http://www.epa.gov/region1/superfund/sites/newbedford/507282.pdf) on June 4, 2014.

23. Attached hereto as **Exhibit 19** is a true and accurate copy of an October 10, 2012 News Release from the U.S. EPA titled "AVX Corp. to Pay $366 Million in Settlement, Accelerating Cleanup of New Bedford Harbor Contamination in Massachusetts" as retrieved from the U.S. EPA's website on June 4, 2014.

24. Attached hereto as **Exhibit 20** is a true and accurate copy of a July, 2004 Proposal Plan for Operable Unit 2, prepared by EPA.

25. Attached hereto as **Exhibit 21** is a true and accurate copy of a September, 2012 Record of Decision: Operable Unit 3 Groundwater for the South Plainfield Site, prepared by the U.S. EPA, excluding appendices and other attachments.

26. Attached hereto as **Exhibit 22** is a true and accurate copy of June 5, 2012 email correspondence between counsel for Exxon, and counsel for CDE.

I hereby certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: June 9, 2014

Robert S. Sanoff